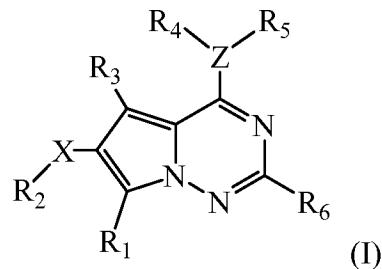


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1. (Currently Amended) A method of treating one or more conditions associated with p38 kinase activity wherein said conditions are selected from the group consisting of inflammatory bowel disease, osteoporosis, graft vs. host rejection, psoriasis, psoriatic arthritis, traumatic arthritis, rubella arthritis, gouty arthritis and osteoarthritis, comprising administering to a patient in need thereof at least one compound having the formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

R₃ is hydrogen, methyl, perfluoromethyl, methoxy, halogen, cyano or NH₂;

X is selected from the group consisting of -O-, -OC(=O)-, -S-, -S(=O)-, -SO₂-,
-C(=O)-, -NR₁₀-, -NR₁₀C(=O)-, -NR₁₀C(=O)NR₁₁-, -NR₁₀CO₂-, -NR₁₀SO₂-,
-NR₁₀SO₂NR₁₁-, -SO₂NR₁₀-, -C(=O)NR₁₀-, halogen, nitro, and cyano, or X is absent;

R₁ is selected from the group consisting of hydrogen, -CH₃, -OH, -OCH₃, -SH, -SCH₃,
-OC(=O)R₂₁, -S(=O)R₂₂, -SO₂R₂₂, -SO₂NR₂₄R₂₅, -CO₂R₂₁, -C(=O)NR₂₄R₂₅,
-NH₂, -NR₂₄R₂₅, -NR₂₁SO₂NR₂₄R₂₅, -NR₂₁SO₂R₂₂, -NR₂₄C(=O)R₂₅,
-NR₂₄CO₂R₂₅, -NR₂₁C(=O)NR₂₄R₂₅, halogen, nitro, and cyano;

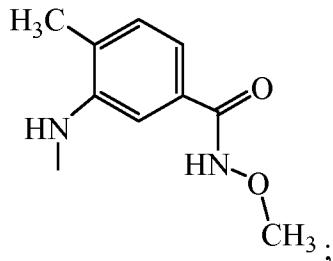
R₂ is selected from the group consisting of:

- a) hydrogen, provided that R₂ is not hydrogen when X is -S(=O)-, -SO₂-,
-NR₁₀CO₂-, or -NR₁₀SO₂-;
- b) alkyl, alkenyl, and alkynyl optionally substituted with up to four R₂₆ or pentafluoroalkyl;
- c) aryl and heteroaryl optionally substituted with up to three R₂₇; and

d) heterocyclo and cycloalkyl optionally substituted with keto (=O), up to three R₂₇, and/or having a carbon-carbon bridge of 3 to 4 carbon atoms; and

e) R₂ is absent if X is halogen, nitro or cyano;

the portion -Z(R₄)(R₅) is selected to be



R₆ is selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, substituted heterocyclo, -NR₇R₈, -OR₇, and halogen;

R₁₀ and R₁₁ are each independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclo, and substituted heterocyclo;

R₇, R₈, R₂₁, R₂₄, and R₂₅ are each independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, and substituted heterocyclo;

~~R₂₀ is selected from the group consisting of hydrogen, lower alkyl, and substituted alkyl, or R₂₀ may be absent if the carbon atom to which it is attached together with R₄ and R₅ is part of an unsaturated bicyclic aryl or heteroaryl;~~

R₂₂ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, and substituted heterocyclo;

R₂₆ is selected from the group consisting of halogen, trifluoromethyl, haloalkoxy, keto (=O), nitro, cyano, -SR₂₈, -OR₂₈, -NR₂₈R₂₉, -NR₂₈SO₂, -NR₂₈SO₂R₂₉, -SO₂R₂₈, -SO₂NR₂₈R₂₉, -CO₂R₂₈, -C(=O)R₂₈, -C(=O)NR₂₈R₂₉, -OC(=O)R₂₈, -OC(=O)NR₂₈R₂₉, -NR₂₈C(=O)R₂₉, -NR₂₈CO₂R₂₉, =N-OH, =N-O-alkyl; aryl

optionally substituted with one to three R₂₇; cycloalkyl optionally substituted with keto(=O), one to three R₂₇, or having a carbon-carbon bridge of 3 to 4 carbon atoms; and heterocyclo optionally substituted with keto (=O), one to three R₂₇, or having a carbon-carbon bridge of 3 to 4 carbon atoms; wherein R₂₈ and R₂₉ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, C₃₋₇cycloalkyl, and C₃₋₇heterocycle, or may be taken together to form a C₃₋₇heterocycle; and wherein each R₂₈ and R₂₉ in turn is optionally substituted with up to two members selected from the group consisting of alkyl, alkenyl, halogen, haloalkyl, haloalkoxy, cyano, nitro, amino, hydroxy, alkoxy, alkylthio, phenyl, benzyl, phenoxy, and benzyloxy; and R₂₇ is selected from the group consisting of alkyl, R₃₂, and C₁₋₄alkyl substituted with one to three R₃₂, wherein each R₃₂ group is independently selected from the group consisting of halogen, haloalkyl, haloalkoxy, nitro, cyano, -SR₃₀, -OR₃₀, -NR₃₀R₃₁, -NR₃₀SO₂, -NR₃₀SO₂R₃₁, -SO₂R₃₀, -SO₂NR₃₀R₃₁, -CO₂R₃₀, -C(=O)R₃₀, -C(=O)NR₃₀R₃₁, -OC(=O)R₃₀, -OC(=O)NR₃₀R₃₁, -NR₃₀C(=O)R₃₁, -NR₃₀CO₂R₃₁, and a 3 to 7 membered carbocyclic or heterocyclic ring optionally substituted with alkyl, halogen, hydroxy, alkoxy, haloalkyl, haloalkoxy, nitro, amino, or cyano, wherein R₃₀ and R₃₁ are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, C₃₋₇cycloalkyl, and heterocycle, or may be taken together to form a C₃₋₇ heterocycle.

2. (Currently Amended) The method of claim 1 comprising administering to the patient at least one compound according to claim 1 wherein:

R₃ is methyl, -CF₃, or -OCH₃;

X is selected from the group consisting of -C(=O)-, -NR₁₀-, -NR₁₀C(=O)-,

-NR₁₀CO₂-, -NR₁₀SO₂-, -SO₂NR₁₀-, and -C(=O)NR₁₀-, or X is absent;

R₂ is selected from the group consisting of hydrogen, C₂₋₆alkyl, C₁₋₄alkyl substituted with up to four R₂₆, pentafluoroalkyl, and aryl and heteroaryl wherein each of the aryl and heteroaryl may optionally be substituted with up to two of R₂₇; and

R₁₀ is selected from the group consisting of hydrogen and lower alkyl;

~~R₁₂ is selected from the group consisting of carbamyl, arylsulfonylamine, and ureido, each of which is optionally substituted with up to two of hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, and aralkyl, or alkylsulfonylamine;~~

~~R₁₃ at each occurrence is independently selected from the group consisting of alkyl, substituted alkyl, halo, trifluoromethoxy, trifluoromethyl, OR₁₄, C(=O)alkyl, -OC(=O)alkyl, NR₁₅R₁₆, SR₁₅, NO₂, CN, CO₂R₁₅, CONH₂, SO₃H, S(=O)alkyl, S(=O)aryl, NHSO₂-arylR₁₇, NHSO₂-alkyl, CONHR₁₇, and NHC(=O)NHR₁₇;~~

~~R₁₄ is hydrogen, alkyl, or aryl;~~

~~R₁₅ is hydrogen or alkyl;~~

~~R₁₆ is hydrogen, alkyl, aralkyl, or alkanoyl; and~~

~~R₁₇ is hydrogen, hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, or aralkyl.~~

3. and 4 (Canceled).

5. (Previously Presented) The method of claim 2 comprising administering to the patient at least one compound according to formula (I) or a pharmaceutically acceptable salt thereof, wherein:

R₃ is methyl or CF₃;

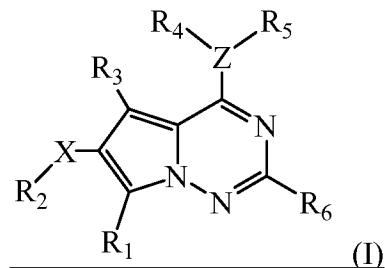
X is -C(=O)NR₁₀-, -NR₁₀C(=O)-, or -C(=O)-;

R₁ is hydrogen, -CH₃, -OH, -OCH₃, halogen, nitro, or cyano; and

R₁₀ is hydrogen or lower alkyl.

6. (Currently Amended) ~~The method of claim 2, comprising administering to the patient at least one compound having the formula I wherein: A method of treating one or more conditions associated with p38 kinase activity wherein said conditions are selected from the group consisting of inflammatory bowel disease, osteoporosis, graft vs. host rejection, psoriasis, psoriatic arthritis, traumatic arthritis, rubella arthritis, gouty arthritis~~

and osteoarthritis, comprising administering to a patient in need thereof at least one compound having the formula (I):

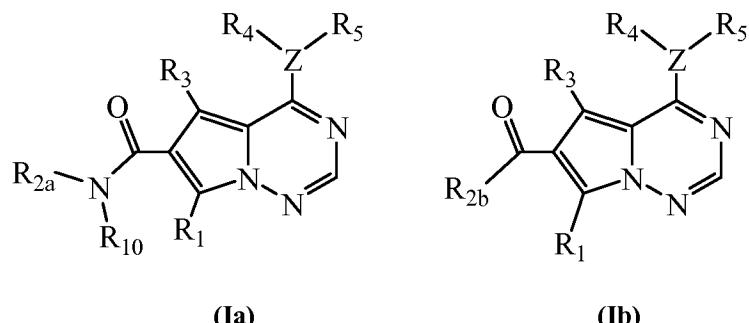


or a pharmaceutically acceptable salt thereof, wherein:

X is $-\text{NR}_{10}\text{C}(=\text{O})-$, or $-\text{C}(=\text{O})-$;

R₁ is selected from the group consisting of hydrogen, -CH₃, -OH, -OCH₃, -SH, -SCH₃, -OC(=O)R₂₁, -S(=O)R₂₂, -SO₂R₂₂, -SO₂NR₂₄R₂₅, -CO₂R₂₁, -C(=O)NR₂₄R₂₅, -NH₂, -NR₂₄R₂₅, -NR₂₁SO₂NR₂₄R₂₅, -NR₂₁SO₂R₂₂, -NR₂₄C(=O)R₂₅, -NR₂₄CO₂R₂₅, -NR₂₁C(=O)NR₂₄R₂₅, halogen, nitro, and cyano;

R_2 is selected from the group consisting of R_{2a} $N(R_{2a})(R_{40})$ and R_{2b} to give compounds of formula (Ia) or (Ib):



or a pharmaceutically acceptable salt thereof, wherein:

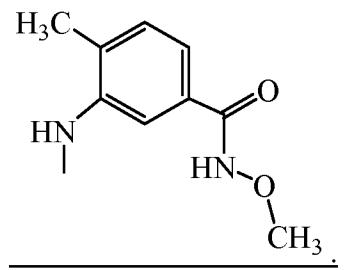
R₃ is methyl or CF₃;

R_{2a} and R_{2e} are each independently selected from the group consisting of hydrogen, C_2 - 6 alkyl, substituted C_1 - 4 alkyl, aryl, substituted aryl, benzyl, and substituted benzyl;

R_{2b} is heterocyclo or substituted heterocycle; and

R_{10} is hydrogen or lower alkyl[.]; and

the portion $-Z(R_4)(R_5)$ is selected to be



7. to 11 (Previously canceled).